

### **AMENDMENTS**

#### **In the Specification:**

Please amend the specification as follows:

Please amend the paragraph beginning at page 7, lines 22, as follows::

--To achieve the above object, according to a second aspect of the present invention, there is provided a fuel cell system having a plurality of membrane-electrode assemblies. Each of the membrane-electrode assemblies includes: a first electrode having a catalyst for generating hydrogen; a second electrode having a catalyst for generating oxygen, the second electrode being provided while allowed to be in contact with water; and a proton conductive electrolyte membrane having a proton conductor produced by introducing proton dissociative groups into a base body ~~composed of~~ comprising a carbonaceous material containing carbon as a main component, the electrolyte membrane being provided between the first electrode and second electrode; wherein when a negative voltage is applied to the first electrode and a positive voltage is applied to the second electrode, oxygen, protons and electrons are generated from water ~~under~~ in the presence of the catalyst at the second electrode, and hydrogen is generated from the protons and the electrons ~~under~~ in the presence of the catalyst at the first electrode; and wherein the first electrode functions, in a state that no voltage is applied to the first electrode, as a fuel electrode which comes in contact with the hydrogen, to generate protons and electrons from the hydrogen ~~under~~ in the presence of the catalyst at the first electrode; the electrolyte membrane functions, in a state that no voltage is not applied to each of the first electrode and second electrode, as an ion exchange membrane which conducts the protons generated at the first electrode to the second electrode; and the second electrode functions, in a state that no voltage is applied to the second electrode, as an oxygen